

FIFTH AMENDMENT TO UNDERTAKINGS

This Fifth Amendment to Undertakings ("Fifth Amendment"), dated as of October 30, 2008, is entered into by and among PacifiCare of California ("PCC"), UnitedHealth Group Incorporated ("UnitedHealth"), PacifiCare Health Systems, LLC, formerly known as Point Acquisition, LLC ("PHS LLC"), and the Department of Managed Health Care ("DMHC") with reference to the following facts:

WHEREAS, PCC, UnitedHealth, Point Acquisition LLC ("Acquisition LLC") and PacifiCare Health Systems, Inc. ("PHS") executed Undertakings Provided as Part of PacifiCare of California Notice of Material Modification Regarding Proposed Change in Control of Ultimate Parent Company, dated December 19, 2005 (the "DMHC Undertakings");

WHEREAS, PacifiCare Life and Health Insurance Company and UnitedHealth executed Undertakings to California Department of Insurance ("CDI"), dated December 19, 2005, in connection with the UnitedHealth Group Incorporated Form A Statement Regarding the Acquisition of Control of a Commercially Domiciled Insurer (the "CDI Undertakings");

WHEREAS, PHS was merged into Acquisition LLC and Acquisition LLC was renamed PacifiCare Health Systems, LLC;

WHEREAS, PCC, UnitedHealth, PHS LLC, DMHC, and CDI entered into an amendment dated May 18, 2007 (the "First Amendment"), to delete Undertaking 20(b)(2) and 20(b)(3) of the DMHC Undertakings and Undertaking 15(b)(2) and 15(b)(3) of the CDI Undertakings;

WHEREAS, PCC, UnitedHealth, PHS LLC, and DMHC entered into a second amendment dated July 1, 2007 (the "Second Amendment"), to revise Undertaking 19(b) of the DMHC Undertakings, which specified that PCC will fairly and affirmatively market and sell at least three (3) deductible HMO products in the individual and small markets by July 1, 2007 to provide that PCC agrees to launch two deductible HMO products and a third low-cost product, without a deductible, by February 1, 2008;

WHEREAS, PCC, UnitedHealth, PHS LLC, and DMHC entered into a third amendment dated January 11, 2008 (the "Third Amendment"), to revise Undertaking 19(b) of the DMHC Undertakings, which specified that PCC will fairly and affirmatively market and sell at least three (3) deductible HMO products in the individual and small markets July 1, 2007 to provide that PCC agrees to launch two deductible HMO products and a third low-cost product, without a deductible, by August 1, 2008;

WHEREAS, PCC, UnitedHealth, PHS LLC, and DMHC entered into a fourth amendment dated July 31, 2008, (the "Fourth Amendment") to revise Undertaking 19(b) of the DMHC Undertakings, which specified that PCC will fairly and affirmatively market and sell at least three low cost HMO products in the individual and small group markets, including two deductible HMO products to be launched by July 1, 2007 and revised the time frame for a third low cost product without a deductible to be launched no later than April 1, 2009;

WHEREAS, PCC has to date fairly and affirmatively marketed and sold two (2) deductible HMO products in the small group market, and requested to substitute a third alternative low-cost HMO plan design for the small group and individual markets which will lower health plan premiums, without a deductible design, because some of PCC's capitated medical groups have experienced operational difficulties with the deductible HMO product;

WHEREAS, PCC has now entered into an agreement with a capitated medical group to offer a deductible HMO product in the individual and small group markets;

WHEREAS, the parties now desire to enter into this Fifth Amendment to clarify that PCC's commitments made in connection with Undertaking 19(b) of the DMHC Undertakings will be re-directed to launching, a third alternative low-cost HMO plan design with a deductible for small group, and individual markets.

WHEREAS this Fifth Amendment is intended to modify only Undertaking 19(b) of the DMHC Undertakings, does not amend the CDI Undertakings, and is in addition to, and does not negate, the First Amendment.

NOW THEREFORE, the parties agree to amend the DMHC Undertakings as follows:

1. Revision of Undertaking 19(b) of the DMHC Undertakings. The text of Undertaking 19(b) of the DMHC Undertakings shall therefore be deleted in its entirety and replaced with the following:

“PCC agrees that it will launch at least three low cost HMO products in the individual and small group markets, including two deductible HMO products, within the time frames set forth below. The first two of these products, will include a deductible HMO design and will be launched no later than April 1, 2006 and July 1, 2007, respectively. The third of these low-cost products with a deductible will be launched for individual and small groups no later than April 1, 2009. ‘Launch’ shall mean fairly and affirmatively market and sell in accordance with section 1357.03 of the Act.”
2. Miscellaneous.
 - (a) Defined Terms. Terms utilized in this Fifth Amendment shall have the meaning set forth in the DMHC Undertakings, unless specifically defined in this Fifth Amendment.
 - (b) Effect of Amendment. Except as specifically amended herein, the DMHC Undertakings shall continue as stated.



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Attn: Chief Legal Officer

with a copy to:
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Attn: General Counsel

Print Name: Thad Johnson
Print Title: Deputy General Counsel
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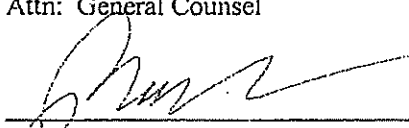
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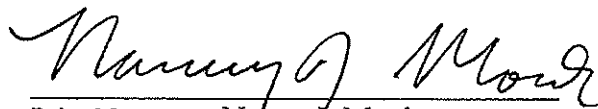
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